

FOREST PARK CIVIC ASSOCIATION, INC.
BY-LAWS

Adopted June 7, 1999

Revised and Adopted February 10, 2013

Revised and Adopted February 6, 2015

Revised and Adopted March 9, 2025

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ARTICLE I

NAME

The name of this association is the Forest Park Civic Association, Inc., which may hereinafter be referred to as the Association, the Corporation or the FPCA.

ARTICLE II

AIMS AND PURPOSES

The general purposes for which this association is formed are as follows:

1. To preserve and improve the character of the Forest Park area of the City of Springfield, MA.
2. To study, plan, coordinate and promote proper zoning, planning, and traffic control for this area as well as other related issues.
3. The Association shall be non-partisan and non-sectarian. It shall not endorse any candidate for political office or participate in any political campaign for or against any candidate for political office.
4. The association will cooperate and work with other civic organizations and associations for the general betterment of the City of Springfield, Massachusetts.
5. The Association shall not permit in its conduct of organizational affairs any restrictions or limitations whatsoever based upon race, color, religion, creed, gender, disability, or national origin.

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ARTICLE III

MEMBERSHIP

1. Membership in the association shall be available to any family, household, individual, or business who supports the aims and purposes of the Forest Park Civic Association.

Forest Park shall be defined as the area north of Longmeadow, east of the Connecticut river, south of Mill Street and west of the former NHRR (including Daviston St., Dorset St., and Dwight Rd., and west of the East Longmeadow town line).

2. Denial of Membership. The Association shall have the right to deny membership to any applicant who fails to satisfy the eligibility requirements, provided, however, that the applicant has been advised of the proposed denial of membership and has been given an opportunity to submit proof in support of his/her eligibility for membership in the Association.
3. Expulsion and Reinstatement. The Association shall have the right to expel a member from membership in the Association for nonpayment of dues or for violation of the provision of these by-laws. A former member, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of the Association upon showing proof of eligibility and paying all current year dues.

ARTICLE IV DUES

1. The amount of annual dues for members shall be determined from time to time by a two-thirds vote of the Board of Directors of the Association, which may also establish different categories of membership and dues levels.
2. Payment/Membership Status. Dues for membership in the Association shall be assessed on a calendar year basis and shall be payable to the treasurer by April 1. New residents of the Forest Park neighborhood shall receive free membership until the end of that calendar year. All members in arrears in the payment of dues for more than six months shall be deleted from the membership rolls. Any member deleted from membership may be reinstated up full payment of all current year dues. Except for new residents granted free membership, dues must be current for one to be considered a member in good standing. All officers and directors must be members in good standing.

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ARTICLE V BOARD OF DIRECTORS

1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors (Board/Directors). The Board of Directors shall have control of the affairs, funds and properties of the Association, subject to the provisions of the By-laws. Directors are expected to make a good faith effort to attend all Board meetings

2. Membership. The Board of Directors shall consist of the President, Vice President(s), Treasurer, Recording Secretary/Clerk, members of Standing Committees, (except those members of Standing Committees who were appointed specifically as Non-Board committee member), and a number of At-Large members to be determined by the Board of Directors and elected by the members entitled to vote.
3. Election. The Directors shall be elected by the members of the Association at their annual meeting in accordance with Article VIII hereof
4. Term of Office. The Directors shall be elected for a term of one (1) year.
5. Vacancies. In the event a vacancy shall occur on the Board of Directors, the President may appoint a replacement which shall require the confirmation by a majority of the Board present and voting.
6. Meetings. The Board of Directors shall meet upon the call of the President, or of any three Directors. Unless otherwise provided by law or the Articles of Organization, Directors may participate in any meeting by means of telephone conference or other similar remote electronic communications equipment/platform by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.
7. Notice of Meetings. Regular meetings at a specified time and place may be established by the Board of Directors. Reasonable notice of the time and place of regular or special meetings shall be given to all Directors.
8. Quorum. Nine (9) of the Directors then in office shall constitute a quorum at any meeting of the Board. Any meeting may be adjourned by a majority of the votes cast on the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
9. Voting. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any questions unless otherwise provided by law, or by these By-laws with the following exceptions:
 - a. Expulsion of Association member: two thirds vote of Directors then in office.
 - b. Dues change: two thirds vote of Directors then in office
 - c. Change in By-laws: two thirds of the Directors present and voting, and two thirds of the full members present and voting at the annual meeting or special meeting.
 - d. Any action required or permitted to be taken at any meeting of the Board, may be taken without a meeting, unless at least five Directors object, in writing or via electronic mail, to such a non-meeting vote. Votes so cast without a meeting must be documented in writing or via electronic mail, and be filed with the records of Board meetings.
10. Removal or Suspension. If for any reason a Director is to be removed or suspended, a petition with the signatures of three or more Directors shall be submitted to the highest

neutral officer. A majority vote of Directors present shall decide if there is sufficient cause for further proceedings. If further action is required due process shall consist of a hearing before the entire Board. A two-thirds vote of the entire Board is required for removal or suspension. Removal or suspension shall not result in a loss of regular membership and all decisions are final.

ARTICLE VI OFFICERS

1. The officers of the Association shall be President, who shall serve as Chair of the Board of Directors, Vice President, Treasurer, Recording Secretary/Clerk, and such other officers as the Board may determine, including more Vice Presidents. If the Board determines that there will be more than one Vice President, one shall be designated as First Vice President. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. The officers of the Association shall serve as the Executive Committee.
2. Election. The officers shall be elected by the full members of the Association at their annual meeting held in accordance with Article VIII hereof.
3. Duties of President. The President shall exercise general supervision over the executive affairs of the Association. He or she shall preside at all meetings of the Association membership and of the Board of Directors and shall be a member, ex officio, of all Association committees. The President may appoint additional members of Standing Committees specifically designated as "Non-Board Standing Committee members. The President shall have, in addition, the duties made incumbent upon the office by any other provision of these Bylaws and which may be assigned by the Board of Directors. In the event of a vacancy in the office of President resulting from death, resignation, disqualification or permanent inability to serve, the First Vice President shall assume the office of President and shall perform all the duties of such office for the unexpired term. All communications from the board shall be reviewed by the President or his designee.
4. Duties of the Vice President. In the event of the temporary inability of the President to perform the duties of his or her office resulting from illness, absence or any other cause, the Vice President shall perform all duties of the office of President until such time as the incumbent is able to resume the duties of the office.
5. Duties of Recording Secretary/Clerk. The Recording Secretary/Clerk shall be responsible for the preparation of all minutes of meetings of the Board of Directors and members of the Association; the maintenance and safekeeping of all records of the Association; and the servicing or publication of all notices required by law or these Bylaws concerning any meeting or any other matter applicable to the Association; and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the

Association or which may be required by law. The President may appoint other members to assist the Recording Secretary with minutes of meetings

6. Duties of Treasurer. The Treasurer shall have the custody of all Association funds and securities; shall maintain a full and accurate account of all receipts and disbursements in books belonging to the Association; shall deposit all Association funds in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors of the Association; shall disburse the funds of the Association by check or electronic payment in accordance with instructions furnished by the Board of Directors of the Association upon request, but at least annually, an account of all his or her transactions and of the financial condition of the Association; and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law. At the discretion of the board, he/she shall give bond for the honest performance of his duties in an amount one and one-half times that of the Associations' assets, the premium on such a bond to be paid by the Association. The treasurer shall be responsible for the maintenance and safekeeping of the membership list and shall make the list available to board members as needed.

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ARTICLE VII COMMITTEES

1. Standing Committees. Nominations for positions on Standing Committees are to be made by the Nominating Committee to the Board of Directors, and elected by the members, at the annual meeting. All Members of each Standing Committee shall be members of the Board of Directors, except those specifically appointed as Non-Board Standing Committee members.

Standing Committees shall consist of the following:

- a) Membership: Provides information about the Association and seeks to increase membership by providing information at community events, compiling welcome packets for new neighbors, and other means as appropriate.
- b) Community Improvements: Encourages recognition of individuals and businesses which demonstrate special attention to bettering our neighborhood. Coordinates requests for funds from Dashevsky Funds for beautification projects each year, and advises Finance Committee on awarding of funds. Plans for overall landscape improvements on public spaces with the neighborhood.
- c) Program: Plans all open and general meetings, arranges times, dates, and locations. Works with other committees for refreshments, publicity, etc. Works on ideas for fundraising and other duties as required.
- d) Historical: Attends meetings of the Springfield Historical Commission and reports to the FPCA Board any pertinent issues involving the neighborhood. In consultation with the

President and Board Members, represents the FPCA at these meetings. Will request to be officially notified by the commission of these meetings.

- e) Parks: Attends meetings of the Springfield Park Commission and reports to the FPCA Board any pertinent issues involving the parks, particularly Forest Park and Johnny Appleseed Park. In consultation with the President and Board Members, will represent the FPCA at these meetings. Will request to be officially notified of these meetings.
- f) Zoning: Attends meetings of agencies involved with zoning, licensing and special permit issues, particularly those affecting the Forest Park neighborhood, including the Planning Board, Planning Department, License Commission, and City Council meetings when indicated. In consultation with the President and Board members, will represent the Association at these meetings.
- g) Education/ Library: Attends meetings of the Springfield School Committee and reports to the FPCA any pertinent issues regarding education, particularly in schools within the neighborhood, including but not limited to Washington Street, Sumner Avenue, White Street, Alice Beal and Kensington Ave Elementary Schools, and Forest Park Middle School. Any educational issue which affects the entire system is also to be considered. Requests official notification of these meetings. In consultation with the President and Board Members, will represent the FPCA at these meetings and report to the Board about any pertinent issues and programs involving the Forest Park branch of the library.
- h) Finance: Will chair a long-range planning committee and a budget committee and any other duties of a financial nature which may be assigned from time to time by the President and/or Board of Directors.
- i) Public Safety: Attends Sector H Police/Community Meetings as needed. Is contact person with the Springfield Police Department in matters of concern to neighbors. Working with Community Police Office, provides assistance to neighbors who wish to form neighborhood crime watches. Attends Traffic and Engineering meetings as indicated. In consultation with the President and Board Members, will represent the FPCA at these meetings.
- j) Neighborhood Business Liaison: Work with merchants/businesses in the neighborhood and attend meetings of business groups as indicated. Inform President and Board of pertinent issues and represents the Association at said meetings.
- k) Hospitality: Arranges the location of Board meetings, coordinates refreshments for membership meetings and other duties as required.
- l) Newsletter: Coordinates all areas in the production of the Association newsletter. Duties include information gathering, writing/assembling articles, layout, printing and advertising. Publication will be determined by the Board and may vary depending on the need to publicize events, meetings and to inform members generally. Prepares press releases for events or policy statements.

- m) Distribution/Dissemination: Works with other Association committees to develop flyers/posters promoting Association events/activities, as well as organizing and implementing the distribution of such items to the neighborhood as necessary.
- n) At-large Members: Former Presidents of the Association, and other members, all as nominated by the Nominating Committee, and elected by the members, who help out with the Association as needed and when appropriate.

2. Nominating Committee:

- a. The President shall appoint three to five members to serve as a nominating Committee. These appointments must be confirmed by a majority vote of the Board of Directors voting.
- b. The Committee shall recommend to the Association a full slate of qualified consenting nominees, who are members in good standing, for election as: officers, members of all Standing Committees, and At-Large Members.
- c. Other Nominations. At the annual meeting, before the slate is voted upon, the chairperson will ask if there are additional nominations from the floor. If there are some and the nominations are seconded, a separate vote will be taken on these additional nominations to see if they will be added to the slate. All persons nominated from the floor must be present at the Annual Meeting, be a member in good standing and agree to serve if elected. If a vote is taken and these additional nominations are added to the slate, then the entire slate will be voted upon by the general membership. The entire slate of nominees may be offered for approval by a motion. After the elections, the President will appoint the chairperson of each committee.
- d. Publication of Nominations. All nominations received by the Recording Secretary not later than fourteen (14) days prior to the Annual Meeting shall be published in the Call for the Annual Meeting; nominations received thereafter may, but need not be, published.

3. Special Committees.

The President shall appoint such other special committees, subcommittees or task forces as may be deemed necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such special committee shall be prescribed by the Board of Directors upon their appointment.

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ARTICLE VIII
GENERAL MEMBERSHIP MEETINGS

- 1. The annual meeting of the Association shall be held during the **first quarter** of each year, at a time and place to be designated by the Board of Directors. Notice of said meeting shall be sent to all members of the Association at least one week prior to the time of the meeting.

2. Annual Meeting Agenda. The agenda for the annual meeting shall include: the President's report on the past year's activities, reports from the Recording Secretary/ Clerk, Treasurer, and from each Standing Committee, old and new business, and election of the new Officers and Board of Directors.
3. Special Meetings. Special Meetings of the Association may be called by the President. A majority of the Board of Directors, or upon the written request of twenty-five (25) full members of the Association.
4. Quorum. At all annual or special meetings of the Association membership a quorum shall be the presence at such meeting of at least 10 percent of the total full membership of the Association.
5. Voting: On all questions or issues presented for a vote at the annual meeting or any special meeting of the Association membership, each dues paying member of thirty (30) days or more prior to such meeting, shall be entitled to cast the following number of votes: Individual Members, one vote; Family/Household Members, not more than two votes/voters per family/household; Business Members, not more than one vote/voter per business. Except as otherwise required by these By-laws, all questions or issues presented for a vote of the Association membership shall be authorized by a majority of the votes cast at the annual or special meeting of the Association membership entitled to vote thereon, (provided that the affirmative votes cast in favor of any such action shall be at least equal to the quorum required in Section 3 of this Article.) With the prior approval of the Board of Directors, members may be authorized to vote by specific alternative procedures, including by written proxy specifying what their vote is for or against, personally signed by the member, and delivered to the President prior to said meeting, and/or by voting "in person" via electronic video connection to the meeting in question.

ARTICLE IX FINANCES

1. Fiscal Year. The fiscal year shall be from January 1 to December 31 of each year. The Board of Directors may upon a two-thirds vote change the fiscal year of the Association.
2. Appropriation & Basic Budgeting Principles.
 - a. The budget period shall be January 1 through December 31.
 - b. The Board of Directors of the F.P.C.A. will review all requests for funds including Annual Budget.
 - c. Annual budgets and special requests presented to the Board of Directors requires a majority vote of the Directors present for approval.
 - d. Each Budget or request will cover only a single activity or function and will be segregated by each item of cost.

- e. No Officer, Director, Committee person, Member or Employee of this Association may commit the Association to any financial obligation not previously approved by the Board of Directors in excess of one hundred dollars (\$100). These expenditures must be approved by the President and the Treasurer.
 - f. All invoices and charges must be validated by the designate before being passed to the Treasurer for payment. Invoices should be presented to the Association in duplicate.
 - g. Validated invoices and other charges passed to the Treasurer for payment must carry the initials of the designate and his distribution.
3. Personal Liability. The members, Directors and Officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

ARTICLE X

ADMINISTRATIVE, FISCAL, LEGAL MATTERS

- 1. No Compensation: Directors and Officers shall not receive compensation for their services as directors/officers. Directors/Officers shall not be precluded from serving the Association in any other capacity and receiving compensation for any such service.
- 2. Contracts: All contracts not in the ordinary course of affairs of the Association, shall be examined and approved for form by the Board of Directors or by a committee appointed by the Board for such purposes, prior to execution. Unless otherwise directed by the Board of Directors, all written contracts shall be executed on behalf of the Association by the President and the Treasurer or such other officer as may be designated by the Board of Directors.
- 3. Execution of papers: Except as the Board may generally or in particular cases authorize, all deeds, leases, transfers, contracts, bonds, notes and checks and other obligations made, accepted or endorsed by the Association shall be signed by the President and the Treasurer, or by the Executive Director, if any.
- 4. Dissolution. The Association may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and approved by a two-thirds (2/3) vote of the members of the Association present and voting at a special meeting called for that purpose, and as set forth in the Association's Articles of Organization.

ARTICLE XI CONFLICT OF INTEREST

1. Disclosure: An interested person must disclose any actual or potential conflict of interest, as defined in the Association's Conflict of Interest Policy, to the Board.
2. Recusal: The interested person must not be present during discussion or vote on the matter.
3. Approval: The Board must vote on whether to approve or not approve any transaction with which an interested person is involved.
4. Record Keeping: The minutes of the meeting must reflect the disclosure, abstention, and rationale for any approval.

ARTICLE XII AMENDMENTS

1. Amendments. The Constitution and Bylaws may be amended by giving notice at least ten (10) days prior to any member meeting or at a special meeting called for this purpose. Copies of any such proposed changes shall be made available to the membership in the written notice for such meeting and at the time and place of the meeting. A two-thirds (2/3) vote of the members present and voting is necessary for adoption, provided a quorum is present.

ARTICLE XIII PARLIAMENTARY PROCEDURES

2. Parliamentary Procedures. All proceedings of this Association and of the executive committee are to be carried out in accordance with the rules of order as specified in Robert's Rules of Order. It is, therefore, incumbent upon all officers to make themselves acquainted with such rules, and upon the President to see that these rules are enforced, both because of efficiency and economy of time, but also because of the desirability of putting together a smooth working or functioning organization, in which the special talents of all individuals and committees may be utilized.